

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
Legacy IMBDS, Inc., <i>et al.</i> , ¹)	Case No. 23-10852 (KBO)
)	
Debtors.)	(Jointly Administered)
)	
)	Hearing Date: Nov. 1, 2023 at 9:30 a.m. ET
)	Re: Docket Nos. 624, 638, 640, 642, 643 & 653

**WITNESS AND EXHIBIT LIST OF COMCAST CABLE COMMUNICATIONS, LLC
FOR HEARING ON NOVEMBER 1, 2023**

Comcast Cable Communications, LLC (“Comcast”) hereby files this witness and exhibit list for the hearing scheduled for November 1, 2023 at 9:30 a.m. (ET) (the “Hearing”) regarding the *Motion of Comcast Cable Communications LLC (A) to Compel Payment of Postpetition Amounts Owed Under the Affiliation Agreement, (B) to Enforce the Sale Order and APA, (C) to Compel Immediate Assumption or Rejection of the Affiliation Agreement, and (D) for Relief From the Automatic Stay to Permit Comcast to Exercise Its Rights and Remedies Under the Affiliation Agreement, Including Termination of the Affiliation Agreement* [D.I. 624].

WITNESSES

Comcast hereby identifies the following individuals as potential witnesses for the Hearing whose testimony may be presented live and/or through their declarations:

1. Justin Smith, a Senior Vice President of Content Acquisition at Comcast;
2. Cavitt Randall, Manager of IV Media, LLC;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: ValueVision Media Acquisitions, Inc. (8670); Legacy IMBDS, Inc. (3770); ValueVision Interactive, Inc. (8730); Portal Acquisition Company (3403); VVI Fulfillment Center, Inc. (5552); ValueVision Retail Inc. (2155); JWH Acquisition Company (3109); PW Acquisition Company, LLC (0154); EP Properties, LLC (3951); FL Acquisition Company (3026); Norwell Television, LLC (6011); and 867 Grand Avenue, LLC (2642). The Debtors’ service address is 6740 Shady Oak Road, Eden Prairie, MN 55344-3433.

3. Any witness called or listed by any other party; and
4. Any rebuttal witnesses.

EXHIBITS

Comcast may offer into evidence any one or more of the following exhibits at the Hearing:

Exhibit No.	Declaration Tab No.	Description
1		[SEALED] Declaration of Justin Smith in Support of Comcast Cable Communications, LLC's Motion (A) to Compel Payment of Postpetition Amounts Owed Under the Affiliation Agreement, (B) to Enforce the Sale Order and APA, (C) to Compel Immediate Assumption or Rejection of the Affiliation Agreement and (D) for Relief from the Automatic Stay to Permit Comcast to Exercise Its Rights and Remedies Under the Affiliation Agreement, Including Termination of the Affiliation Agreement [D.I. 53; Filed under Seal October 27, 2023], and the exhibits thereto.
	1	[SEALED] Affiliation and Distribution Agreement, dated as of March 1, 2009, attached as Exhibit 1 to the Declaration.
	1(A)	[SEALED] Amendment to Affiliation and Distribution Agreement dated January 1, 2012, attached as Exhibit 1(A) to the Declaration.
	1(B)	[SEALED] Second Amendment to Affiliation and Distribution Agreement dated January 1, 2013, attached as Exhibit 1(B) to the Declaration.
	1(C)	[SEALED] Third Amendment to Affiliation and Distribution Agreement dated June 22, 2017, attached as Exhibit 1(C) to the Declaration.
	1(D)	[SEALED] Fourth Amendment to Affiliation and Distribution Agreement dated December 1, 2018, attached as Exhibit 1(D) to the Declaration.
	1(E)	[SEALED] Fifth Amendment to Affiliation and Distribution Agreement dated May 1, 2020, attached as Exhibit 1(E) to the Declaration.
	1(F)	[SEALED] Sixth Amendment to Affiliation and Distribution Agreement dated June 28, 2021, attached as Exhibit 1(F) to the Declaration.

2	2	Comcast webpage regarding programming changes at https://www.xfinity.com/programmingchanges .
3	3	Email from Justin Smith dated September 11, 2023.
4	4	Comcast Form 10-Q for Period Ended September 30, 2023.
5		Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other Than Assumed Liabilities; (II) Approving the Debtors' Entry Into the Asset Purchase Agreement; (III) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (IV) Granting Related Relief [D.I. 461] and the exhibits thereto (Tabs A (Asset & Equity Purchase Agreement) & B).
6		Notice of Closing Sale Transaction and Assumption and Assignment of Executory Contracts and Unexpired Leases [D.I. 467] and the exhibits thereto.
7		[SEALED] September 14, 2023 E-mail from IV Media, attached as Exhibit A to the Objection of IV Media, LLC to Motion of Comcast Cable Communications, LLC (A) To Compel Payment of Postpetition Amounts Owed Under the Affiliation Agreement, (B) To Enforce the Sale Order and APA, (C) to Compel Immediate Assumption or Rejection of the Affiliation Agreement, and (D) For Relief From the Automatic Stay to Permit Comcast to Exercise Its Rights and Remedies Under the Affiliation Agreement, Including Termination of the Affiliation Agreement [D.I. 642; Filed under Seal October 25, 2023].

RESERVATION OF RIGHTS

Comcast reserves the right to rely upon or introduce at the Hearing any document subsequently identified as an exhibit by any other party, any document used at the hearing by any of the objecting parties, or any document necessary or appropriate for impeachment, rebuttal, or any other lawful purpose.

Dated: October 31, 2023
Wilmington, Delaware

/s/ Matthew G. Summers
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